

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**CERTIFICATE OF NO OBJECTION REGARDING THE DIRECTOR
DEFENDANTS' MOTION TO MODIFY THE AUTOMATIC STAY**

Pursuant to 28 U.S.C. § 1746, Rule 9075-2 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), and the *Amended Order Implementing Certain Notice and Case Management Procedures* ¶ 36 (ECF No. 405) (the “Amended Case Management Order”), the undersigned hereby certifies as follows:

1. On August 8, 2019, the Director Defendants¹ filed the *Motion of Director Defendants for Entry of an Order Modifying the Automatic Stay, to the Extent Applicable, to Permit Payment of Defense Costs Under the Directors & Officers Policies* (ECF No. 4794) (the “Motion”), through which Director Defendants sought relief from the automatic stay imposed by Section 362(a) of the Bankruptcy Code, to the extent applicable, to obtain payment of defense costs and expenses that the Director Defendants have incurred and will incur in the future in connection with the pending adversary proceeding captioned *Sears Holdings Corp. v. Lampert*,

¹ “Director Defendants” refers collectively to Edward Scott Lampert, Cesar L. Alvarez, Bruce Berkowitz, Alesia Haas, Kunal Kamlani, Steven Mnuchin, and Thomas J. Tisch.

Adv. Pro. No. 19-08250 (RDD) (the “Adversary Proceeding”). The Director Defendants served the Motion when filed as reflected in the affidavit of service filed at ECF Docket No. 5357.

2. The Motion established a deadline of September 18, 2019 at 4:00 p.m. (Eastern Time) (the “Objection Deadline”) for parties to object to the Motion, and noticed the Motion for omnibus hearing then scheduled for September 25, 2019 (the “Omnibus Hearing”). The Omnibus Hearing has since been rescheduled twice, and the Motion is now scheduled to be heard on October 23, 2019. The Objection Deadline was not moved.

3. The Director Defendants received informal feedback on the form of order from the Debtors and the Official Committee of Unsecured Creditors (the “Committee”). The Director Defendants engaged in constructive discussions with counsel for the Debtors and the Committee, and the parties have agreed on the revised form of order (the “Proposed Order”) attached hereto as Exhibit A.

4. A redline of the Proposed Order against the form of order submitted with the Motion is attached hereto as Exhibit B.

5. The Amended Case Management Order provides that a motion or application may be granted without a hearing, provided that no objections or other responsive pleadings have been filed after the passage of the Objection Deadline.

6. The Objection Deadline has passed and, to the best of my knowledge, no objection or request for a hearing with respect to the Motion has been (a) filed with the Court on the docket of the above-captioned case or (b) served on counsel for any of the Director Defendants in accordance with the Amended Case Management Order. To the best of my knowledge, no other responsive pleading has been filed with respect to the Motion, and no informal comments have been

received other than those addressed with the Debtors and the Committee and reflected in the Proposed Order.

7. Accordingly, the Director Defendants respectfully request that the Proposed Order granting the relief requested in the Motion be entered by the Court at its earliest convenience.

I declare that the foregoing is true and correct.

Dated: October 11, 2019
New York, New York

/s/ Brian D. Glueckstein
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